

DECLARATION AND POWER OF ATTORNEY

JOINT INVENTORS

As the below named inventors, we hereby declare that:

Our residence, post office address and citizenship are as stated below next to our name,

We believe we are the original, first inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled **A PROCESS FOR THE PREPARATION OF STEM CELLS FROM HUMAN MUSCLE TISSUE AND ADIPOSE TISSUE, AND STEM CELLS OBTAINABLE BY THIS PROCESS**, the specification of which,

is attached hereto.

was filed on April 9, 2003 as application Serial No. PCT/EP03/03667 and was amended on July 12, 2004.

We hereby state that we have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above, and

We acknowledge the duty to disclose information which is material to the patentability of this application in accordance with Title 37, Code of Federal Regulations, § 1.56.

Prior Foreign Applications

We hereby claim priority benefits under 35 U.S.C. § 119(a)-(d) or 365(b) of any foreign application(s) for patent or inventor's certificate, or 365(a) of any PCT international application which designated at least one country other than the United States of America, listed below and have also identified below, by checking the box, any foreign application for patent or inventor's certificate, or of any PCT international application having a filing date before that of the application on which priority is claimed, the disclosure of which is herein incorporated by reference.

Country	Application Number	Date of Filing (day, month, year)	Date of Issue (day, month, year)	Priority Claimed
ITALY	TO2002A000311	10 April 2002		Yes

Power of Attorney

We hereby appoint all of the attorneys associated with U.S. Patent and Trademark Office **Customer No. 001609** of the firm of ROYLANCE, ABRAMS, BERDO & GOODMAN, L.L.P. as my attorneys or agents with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

Correspondence and telephone calls are to be directed to:

Lance G. Johnson
 ROYLANCE, ABRAMS, BERDO & GOODMAN, L.L.P.
 1300 19th Street, N.W., Suite 600
 Washington, D.C. 20036
 (202) 659-9076 (Telephone)
 (202) 659-9344 (Facsimile)

We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information knowledge and belief are believed to be true; and further that these were made with the knowledge that false statements made willfully are punishable by fine, imprisonment, or both a fine and imprisonment under Section 1001 of Title 18 of the United States; and further that false statements made willfully may jeopardize the validity of any patent issuing on an application in which the false statements were made.

Signature Alessi Giulio Date 10/11/2004

Full Name of
1st Inventor ALESSANDRI Giulio
Family Name First Given Name Second Given Name

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Citizenship Italian

Post Office
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Signature Amaldi Caruso Date 10/11/2004

Full Name of
2nd Inventor CARUSO Amaldo
Family Name First Given Name Second Given Name

Residence BRESCIA (Italy)

Citizenship Italian

Post Office
Address Via Daniele Comboni 19, I-20124 BRESCIA (Italy)

Signature José Franzone Date 10/11/2004

Full Name of
3rd Inventor FRANZONE José Sebastian
Family Name First Given Name Second Given Name

Residence TORINO (Italy)

Citizenship Italian

Post Office
Address Via Maria Vittoria 23, I-10123 TORINO (Italy)

BEST AVAILABLE COPY

Applicant or Patentee:

Serial or Patent No.:

Filed or Issued:

For:

Attorney's Docket No.:

VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY STATUS (37 CFR 1.9(f) and 1.27(c)) — SMALL BUSINESS CONCERN

I hereby declare that I am

the owner of the small business concern identified below:
 an official of the small business concerned empowered to act on behalf of the concern identified below:

NAME OF CONCERN MEDESTEA INTERNAZIONALE S.r.l.
ADDRESS OF CONCERN Via Magenta 43
I-10128 TORINO (Italy)

I hereby declare that the above identified small business concern qualifies as a small business concern as defined in 13 CFR 121.3-18, and reproduced in 37 CFR 1.9(d), for purposes of paying reduced fees under section 41(a) and (b) of Title 35, United States Code, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third party or parties controls or has the power to control both.

I hereby declare that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the invention, entitled "A process for the preparation of stem cells from human muscle tissue and adipose tissue, and stem cells obtainable by this process"

Giulio ALESSANDRI, Arnaldo CARUSO and José Sebastian FRANZONE

by inventor(s)

described in:

the specification filed herewith
 application serial no. PCT/EP03/03667 , filed April 09, 2003
 patent no. , issued

If the rights held by the above identified small business concern are not exclusive, each individual, concern or organization having rights to the invention is listed below* and no rights to the invention are held by any person, other than the inventor, who could not qualify as a small business concern under 37 CFR 1.9(d) or by any concern which would not qualify as a small business concern under 37 CFR 1.9(d) or a nonprofit organization under 37 CFR 1.9(e). *NOTE: Separate verified statements are required from each named person, concern or organization having rights to the invention averring to their status as small entities. (37 CFR 1.27)

FULL NAME

ADDRESS

INDIVIDUAL SMALL BUSINESS CONCERN NON PROFIT ORGANIZATION

FULL NAME

ADDRESS

INDIVIDUAL SMALL BUSINESS CONCERN NON PROFIT ORGANIZATION

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28(b))

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

NAME OF PERSON SIGNING GIANFRANCO MERIZZI (Gianfranco MERIZZI)

TITLE OF PERSON OTHER THAN OWNER PRESIDENT

ADDRESS OF PERSON SIGNING VIA VUELTA

TORINO ITALY

SIGNATURE Gianfranco Merizzi

DATE November 10, 2004

ASSIGNMENT

Whereas, We Giulio ALESSANDRI, Arnaldo CARUSO and José Sebastian FRANZONE, Italian citizens residing respectively at: Viale Lombardia 65, I-20131 MILANO (Italy); Via Daniele Comboni 19, I-20124 BRESCIA (Italy); Via Maria Vittoria 23, I-10123 TORINO (Italy)

have invented a certain improvement in "A process for the preparation of stem cells from human muscle tissue and adipose tissue, and stem cells obtainable by this process"

for which we have executed an application for Letters Patent of the United States herewith and whereas

MEDESTEA INTERNAZIONALE S.r.l.
Via Magenta 43
I-10128 TORINO (Italy)

is desirous of acquiring an interest therein.

Now, therefore in consideration of the sum of One Dollar, the receipt of which is hereby acknowledged, we, Giulio ALESSANDRI, Arnaldo CARUSO and José Sebastian FRANZONE

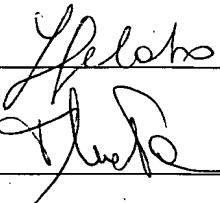
by these presents do sell, assign and transfer unto the said MEDESTEA INTERNAZIONALE S.r.l.

the full and exclusive right to the said invention, as described in the specification executed by us of even date herewith preparatory to obtaining Letters Patent in the United States therefor; and hereby request the Commissioner of Patents to issue said Letters Patent to MEDESTEA INTERNAZIONALE S.r.l.

as the assignee, for its interest, for the sole use and behoof of said MEDESTEA INTERNAZIONALE S.r.l. and its legal representatives, successors and assigns, to the full end of the term for which said Letters Patent are granted, as fully and entirely as the same would have been held by us had this assignment and sale not been made.

We hereby authorize and request the law firm of Roylance, Abrams, Berdo & Goodman, 1225 Connecticut Avenue, N.W., Washington, D.C. 20036 the power to insert on this Assignment any further identification (such as series code along with U.S. Serial Number / Patent Number) which may be necessary or desirable in order to comply with the Rules of the U.S. Patent and Trademark Office for recordation of this document.

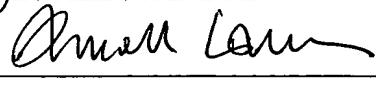
Executed this 10 day of NOVEMBER 2004

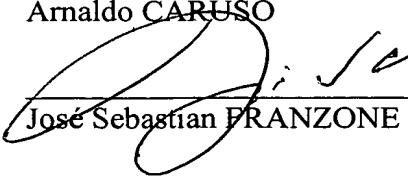


















Giulio ALESSANDRI

Arnaldo CARUSO

José Sebastian FRANZONE